EXHIBIT B

ASSIGNMENT

WHEREAS, Princeton Lightwave, Inc. **ASSIGNOR,** a Delaware corporation, is the owner of the entire right, title, and interest in the patents and patent applications listed on Schedule I attached hereto (collectively referred to as the "***Previously Assigned Patents and Patent Applications***"), subject to the May 2000 License Agreement (as defined below);

WHEREAS, The Sarnoff Corporation, a Delaware corporation ("***Sarnoff Delaware***"), and **ASSIGNOR**, pursuant to a TECHNOLOGY AND PATENT LICENSE AGREEMENT executed by Sarnoff New Jersey and **ASSIGNOR** and dated May 5, 2000 and an AMENDMENT TO TECHNOLOGY AND PATENT LICENSE AGREEMENT executed by Sarnoff New Jersey and **ASSIGNOR** and dated July 18, 2002 (collectively the "***May 2000 License Agreement***"), previously entered into assignments of the Previously Assigned Patents and Patent Applications;

WHEREAS, Sarnoff Corporation, a New Jersey corporation ("***Sarnoff New Jersey***"), possessed a legal interest in the Previously Assigned Patents and Patent Applications;

WHEREAS, the parties intend to ensure the proper assignment of the Previously Assigned Patents and Patent Applications such that Trumpf Photonics, Inc., **ASSIGNEE**, a Delaware corporation, may acquire the entire right, title, and interest in, to and under the Previously Assigned Patents and Patent Applications;

WHEREAS, in order to ensure such proper assignment, by separate written agreement Sarnoff New Jersey assigned to **ASSIGNOR** the entire, right, title, and interest in, to and under the Previously Assigned Patents and Patent Applications, subject to the May 2000 License Agreement;

WHEREAS, ASSIGNEE is desirous of obtaining the entire right, title and interest in, to and under the Previously Assigned Patents and Patent Applications, subject to the May 2000 License Agreement;

AND WHEREAS, it is desired that the assignment of these Previously Assigned Patents and Patent Applications be made a matter of record in the appropriate domestic and international patent offices;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, PLI hereby assigns and transfers unto Trumpf and its successors and assigns, the entire right, title and interest in and to the Previously Assigned Patents and Patent Applications (including the inventions disclosed therein and any divisions, continuations, reissues, reexaminations, extensions or foreign counterparts thereof) together with all rights of action and recovery for past infringement thereof, subject to the May 2000 License Agreement;

AND ASSIGNOR HEREBY authorizes and requests the Commissioner of Patents and Trademarks of the United States, and any Official of any country or countries foreign to the United States, whose duty it is to issue patents or other evidence or forms of industrial property protection on applications as aforesaid, to issue the same to the said **ASSIGNEE**, its successors, legal representatives and assigns, in accordance with the terms of this instrument.

AND ASSIGNOR HEREBY further covenants and agrees that **ASSIGNOR** shall execute and deliver such documents and take such actions, at **ASSIGNEE**'s expense, as are reasonably necessary or appropriate to effect this assignment of the Previously Assigned Patents and Patent Applications.

[PAGE BELOW INTENTIONALLY LEFT BLANK, SIGNATURE PAGE TO FOLLOW]

IN TESTIMONY WHEREOF, each party has caused its authorized representative to execute this Assignment (Exhibit B) as of June 13, *2002* (the *"Effective Date").*

PRINCETON LIGHTWAVE, INC.	**TRUMPF PHOTONICS, INC.**
BY _____	BY _____
Name Didier Le Lannic	Name _____
Title President and Chief Executive Officer	Title _____

[SIGNATURE PAGE TO EXHIBIT B -ASSIGNMENT AND COVENANT NOT TO SUE AGREEMENT]

IN TESTIMONY WHEREOF, each party has caused its authorized representative to execute this Assignment (Exhibit B) as of July 18, *2002* (the ***"Effective Date").***

PRINCETON LIGHTWAVE, INC.	**TRUMPF PHOTONICS, INC.**
BY _____	BY _____
Name _____	Name Peter Leibinger
Title _____	Title President

[SIGNATURE PAGE TO EXHIBIT B -ASSIGNMENT AND COVENANT NOT TO SUE AGREEMENT]

SCHEDULE 1 TO EXHIBIT B OF ASSIGNMENT AND COVENANT NOT TO SUE AGREEMENT

(Previously Assigned Patents and Patent Applications)

TITLE	INVENTORS	PATENT OR PUB NO.	APPLICATION NO.	FILING DATE	ISSUE DATE	PLI CASE NO.
Monolithic Semiconductor Light Emitter and Amplifier	Carlson	**US 5,131,001**	07/632,263	12/21/1990	7/14/1992	10579
High Power Semiconductor Laser Diode	Abeles, Connolly, Garbuzov	**US 5,818,860**	08/757,883	11/27/1996	10/6/1998	11611
		JP 10-303500	9-363805	11/27/1997		
Semiconductor Distributed Feedback Laser Diode	Abeles, Connolly, Morris	**US 5,619,523**	08/524,956	9/8/1995	4/8/1997	11698
		WO 97/09760	PCT/US96/13820	9/9/1996		
Electroluminescent with Diode Mode Expander	Alphonse, Andrews, Menna	**US 6,034,380**	08/946,180	10/7/1997	3/7/2000	11961
Electroluminescent with Diode Mode Expander		CA 2245399	2245399	8/20/1998		11961 CA
Semiconductor Diode		EP 908959	98307504.5	9/16/1998		11961 EP
Electroluminescent with Diode Mode Expander		JP 11-214745	10-285363	10/7/1998		11961 JP
Wide Stripe Distributed Bragg Reflector Lasers with Improved Angular and Spectral Characteristics	Connolly, DiMarco, Garbuzov, Khalfin	US Prov	60/133,393	5/10/1999	NA	
		US App	09/468,396	12/20/1999		12709
		AU 7049800	200070498	5/10/2000		
		WO 00/72409	PCT/US00/12600	5/10/2000		12709
Master Oscillator Granting Coupled Power Amplifier with Angled Amplifier Section	Connolly, DiMarco, Garbuzov, Khalfin	US App	09/546,086	4/10/2000	Allowed	12709A
		AU 7049900	200070499	5/10/2000		
		WO 00/72450	PCT/US00/12708	5/10/2000		12709A
High Power Semiconductor Light Source	Alphonse	US Prov	60/089,454	6/16/1998	NA	
		US 6,339,606	09/158,847	9/23/1998	1/15/2002	12797
		EP 1121720	99928706.3	6/16/1999		12797 EP
		JP	2000-555342	6/16/1999		12797 JP
		WO 99/66613	PCT/US99/13568	6/16/1999		12797 PCT

TITLE	INVENTORS	PATENT OR PUB NO.	APPLICATION NO.	FILING DATE	ISSUE DATE	PLI CASE NO.
Mode Matching in Super Luminescent Diode Cavities	Burstyn, Shapiro, Riddle, Lurie	US Prov	60/132,791	5/6/1999	NA	12977
Phase Conjugating Structure for Mode Matching in Super Luminescent Diode Cavities	Burstyn [Shapiro, Riddle, Lurie]	US App	09/566,276	5/5/2000		12977
	Burstyn	AU 4831200	200048312	5/8/2000		
	Burstyn	WO 00/68720	PCT/US00/12635	5/8/2000		12977 PCT
Method for Controlling Current Spreading in Semiconductor Laser Diodes	Connolly, DiMarco	US Prov	60/164,864	11/12/1999	NA	13206
		US App	09/710,362	11/10/2000		
Control of Current Spreading in Semiconductor Laser Diodes		AU 1762601	200117626	11/10/2000		
		WO 01/35506	PCT/US00/31048	11/10/2000		
Semiconductor Diode Lasers with Thermal Sensor Control of the Active Region Temperature	Garbuzov, Maiorov, Khalfin, Conrolly	US Prov	60/129810	4/16/99		
		US 6,301,279	09/430,643	10/29/1999	10/9/2001	13505
		AU 6888000	200068880	4/17/2000		
		CA	2370788	4/17/2000		13505 CA
		EP	00957229.8	4/17/2000		13505 EP
		EP 1173907		4/17/2000		
		WO 00/65699	PCT/US00/10294	4/17/2000		13505 PCT
Integrated High Power Semiconductor Laser	Alphonse	US Prov	60/161,213	10/22/1999	NA	13764
		US App	09/571,970	5/16/2000		13764
		AU 4503301	200145033	10/23/2000		
		TW	89122242	10/23/2000		13764 TW
		WO 01/39341	PCT/US00/41425	10/23/2000		13764 PCT
Mode Expander with Co-Directional Grating	Alphonse	**US 6,363,188**	09/571,211	5/16/2000	3/26/2002	13764A
		AU 2299201	200122992	10/23/2000		
		TW	89122242	10/23/2000		13764A TW
		WO 01/29590	PCT/US00/41417	10/23/2000		13764A PCT
Semiconductor Diode Lasers with Improved Beam	Garbuzov, Khalfin,	US Prov	60/176,909	1/20/2000	NA	
		US App	09/553,551	4/20/2000		13858

TITLE	INVENTORS	PATENT OR PUB NO.	APPLICATION NO.	FILING DATE	ISSUE DATE	PLI CASE NO.
Divergence	Connolly	WO 01/57974	PCT/US01/01971	1/19/2001		13858 PCT
High-Power Single Mode Semiconductor Laser Diode	Garbuzov, Khalfin	US Prov	60/176,913	1/20/2000	NA	13860
		US App	09/585,032	6/1/2000		
		WO 01/57973	PCT/US01/01970	1/19/2001		
*Channelizer Switch***	Abeles	*US Prov*	*60/176,915*	*1/20/2000*	*NA*	*13869*
High Power Distributed Feedback Ridge Waveguide Laser		AU 4719201	200147192	1/22/2001		13870
		WO 01/54240	PCT/US01/02019	1/22/2001		
Double-Pass High Power Superluminescent Diode (SLD) And Optical Amplifier with Mode Stabilization	Alphonse	US Prov	60/185,133	2/25/2000	NA	13922
Multi-Pass, Arcuate Bent Waveguide, High Power Superluminescent Diode		WO 01/63331	PCT/US01/06039	2/23/2001		13922

**Inventions in this provisional will be assigned only to the extent that Case No. 13870 claims priority of an invention in the provisional.